



CORPORATION SERVICE COMPANY

RECORDATION NO. 24775-D FILED

JUL 15 '05

2-29 PM

SURFACE TRANSPORTATION BOARD



July 13, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 145565-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 1, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **MHF-LS EQUIPMENT, INC.**
800 Cranberry Woods Drive Cranberry Township, PA 16066

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **MHF-LS EQUIPMENT, INC.** covering 25 gondolas with reporting marks and numbers – CEFX 31007 – CEFX 31073 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24775 dated 01/14/04 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 15th day of September, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and MHF-LS EQUIPMENT, INC., a Pennsylvania corporation, with an address at 800 Cranberry Woods Drive, Cranberry Township, PA 16066 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of September 30, 2002 covering certain equipment described therein. Reference is made to the Memorandum of Railcar Lease filed with the Surface Transportation Board on January 14, 2004 as Recordation Number 24775 respecting additional equipment.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

MHF-LS EQUIPMENT, INC.

By: Mark C. DeFratte
Name: Mark C. DeFratte
Title: Director of Ops

Schedule A

Number of Cars		Equipment Description	
25		52'-5'6" sided mill gondola	
1	CEFX	31007	
2	CEFX	31020	
3	CEFX	31022	
4	CEFX	31023	
5	CEFX	31025	
6	CEFX	31028	
7	CEFX	31029	
8	CEFX	31030	
9	CEFX	31031	
10	CEFX	31032	
11	CEFX	31035	
12	CEFX	31038	
13	CEFX	31042	
14	CEFX	31043	
15	CEFX	31045	
16	CEFX	31046	
17	CEFX	31049	
18	CEFX	31051	
19	CEFX	31055	
20	CEFX	31057	
21	CEFX	31058	
22	CEFX	31067	
23	CEFX	31068	
24	CEFX	31070	
25	CEFX	31073	